

**DECLARATION OF
CYNTHIA D. STERN
EXHIBIT C**

Conversation with Liz

Date: 11/27/06

Issues:

1. Attendance: In 11 months, she has taken 29.5 days off + 7 sick days and is currently negative 6 PTO days. That rate of absenteeism exceeds acceptable standards. The guideline is that you can borrow against next year's PTO days, but only with prior management approval, which she did not get. As we discussed last week, any days off from 11/21 forward for the remainder of 2006 will be unpaid.

Response: Agrees that she has been out more than expected, but contends that it is due to her need to manage her daughter's illness. She has no plans to take any additional days this year, but was fine with it being unpaid if she should need to take any days.

2. As detailed in the operating guidelines and in person. PTO days are not to be called in. Called in 10/31 and @ 7:48 a.m. on 11/7 to spend "healthy" time with her daughter.

Handed out duplicate copy of the Operating guidelines.

Response: 10/31 was a planned day off, but she agrees that perhaps she should have told Jeanne earlier that she was also taking 11/7 off.

3. Called in when remote computer access token expired – even though we needed to get script out and issues were pending with the Tax Guides. Expectation is that she would have gotten in that day.

Response: In hindsight she should have tested her FOB the night before. But by the time she checked it in the morning it would not have made sense to try to come in given the length of her commute. She likely would not have been in the office much before noon. She thought taking the PTO day was the right thing to do.

4. You were asked in June to update a Family Medical Leave document and have still not done that. You need to fill one out ASAP.

Response: Since her daughter's illness is in a maintenance phase she did not feel comfortable filling out a new FML form.

5. Script changes from ACU – were willing to just take them rather than have the conversation with Brian Venerus to understand/negotiate changes and deliver the best possible product to the field. You need to demonstrate a concern for quality and meeting deadlines and completing assignments.

Response: She felt like Brian's comments were consistent with other reviews that she has had (and discussed with Brian). Given the tight deadline she was under, she felt it was more important to get final approval for the script than to negotiate a point that she did not think he would give in on.

Liz understood the issues presented. She reiterated that she is trying to balance her daughter's health concerns with her responsibilities at work. She agrees that she may have made some decisions that were not the best, but confirmed that she is committed to doing the best she can at work and is willing to take any responsibility.

Lizabeth Augustine

Situation: As of 11/20/2006, Liz's PTO balance was -5. She had effectively "borrowed" 5 days from next year.

Liz had additional PTO days scheduled through the end of the year.

Human Resource guidelines:

Lisa DeRoche of HR informed us that it is management's discretion to allow an employee to borrow days from the coming year. Liz has never requested nor received written approval of her manager.

CACSR Action:

On 11/21/06 Cindy Stern called Liz to let her know that she has no more PTO days for the year. Any additional days taken through the end of the year will be unpaid.